

CHAPMAN AND CUTLER

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June 29, 1995

RECORDATION NO. 19501-A, B, C
FILED

JUN 29 1995 10 00 AM

INTERSTATE COMMERCE COMMISSION

Mr. Vernon A. Williams, Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, DC 20423

Re: Burlington Northern Railroad Company
Leveraged Lease Financing
BN 1995-D

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11303 of Title 49 of the United States Code, two copies of each of the two primary documents described below and the two secondary documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary documents are as follows:

- (1) Memorandum of Equipment Lease Agreement (BN 1995-D), dated as of June 29, 1995, between Wilmington Trust Company, as lessor (the "*Lessor*"), and Burlington Northern Railroad Company, as lessee (the "*Lessee*"); and
- (2) Memorandum of Trust Indenture and Security Agreement (BN 1995-D), dated as of June 29, 1995, between Wilmington Trust Company, as Owner Trustee (the "*Owner Trustee*"), and First Security Bank of Utah, National Association, as Indenture Trustee (the "*Indenture Trustee*").

The secondary documents are as follows:

- (1) Memorandum of Lease Supplement No. 1 (BN 1995-D), dated as of June 29, 1995, between the Lessee and the Lessor; and
- (2) Memorandum of Trust Indenture Supplement No. 1 (BN 1995-D), dated as of June 29, 1995, between the Owner Trustee and the Indenture Trustee.

The primary documents to which Memorandum of Lease Supplement No. 1 (BN 1995-D) and Memorandum of Trust Indenture Supplement No. 1 (BN 1995-D) are

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connected are the Memorandum of Equipment Lease Agreement (EN 1995-D) and the Memorandum of Trust Indenture and Security Agreement (BN 1995-D), respectively, referred to above, which are being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed documents are as follows:

MEMORANDUM OF LEASE AGREEMENT

Lessee: Burlington Northern Railroad Company
777 Main Street
Fort Worth, Texas 76102

Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Indenture Trustee: First Security Bank of Utah, National Association
79 South Main Street
Salt Lake City, Utah 84111

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

Lessee: Burlington Northern Railroad Company
777 Main Street
Fort Worth, Texas 76102

Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

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MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1

Owner Trustee: Wilmington Trust Company
 Rodney Square North
 1100 North Market Street
 Wilmington, Delaware 19890-0001

Indenture Trustee: First Security Bank of Utah, National Association
 79 South Main Street
 Salt Lake City, Utah 84111

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Equipment Lease Agreement, Memorandum of Trust Indenture and Security Agreement, Memorandum of Lease Supplement No. 1 and Memorandum of Trust Indenture Supplement No. 1 is as set forth on Exhibit A hereto.

A fee of eighty-four dollars (\$84.00) is enclosed. Please time and date stamp the enclosed copy of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Commission for recordation to:

Michael G. McGee, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) **MEMORANDUM OF EQUIPMENT LEASE AGREEMENT:**

Memorandum of Equipment Lease Agreement (BN 1995-D) between Wilmington Trust Company, as Lessor, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and Burlington Northern Railroad Company, as Lessee, 777 Main Street, Fort Worth, Texas 76102, dated as of June 29, 1995, covering the new railroad rolling stock bearing the reporting marks listed in the Schedule thereto.

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(2) MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT:

Memorandum of Trust Indenture and Security Agreement (BN 1995-D) between Wilmington Trust Company, Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and First Security Bank of Utah, National Association, as Indenture Trustee, 79 South Main Street, Salt Lake City, Utah 84111, dated as of June 29, 1995, covering the obligations of the Owner Trustee and the Lessee relating to new railroad rolling stock bearing the reporting marks listed in the Schedule thereto.

(3) MEMORANDUM OF LEASE SUPPLEMENT NO. 1:

Memorandum of Lease Supplement No. 1 (BN 1995-D) between Wilmington Trust Company, as Lessor, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and Burlington Northern Railroad Company, as Lessee, 777 Main Street, Fort Worth, Texas 76102, dated as of June 29, 1995, covering new railroad rolling stock bearing the reporting marks listed in the Schedule thereto. Memorandum of Lease Supplement No. 1 is related to the Memorandum of Lease Agreement between the Lessor and the Lessee dated as of June 29, 1995, which is filed concurrently herewith.

(4) MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1:

Memorandum of Trust Indenture Supplement No. 1 (BN 1995-D) between Wilmington Trust Company, as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and First Security Bank of Utah, National Association, as Indenture Trustee, 79 South Main Street, Salt Lake City, Utah 84111, dated as of June 29, 1995, covering the obligations of the Owner Trustee and the Lessee relating to new railroad rolling stock bearing reporting marks listed in the Schedule thereto. The Memorandum of Trust Indenture Supplement No. 1 is related to the Memorandum of Trust Indenture and Security Agreement between the Owner Trustee and the Indenture Trustee, dated as of June 29, 1995, which is filed concurrently herewith.

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If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3767).

Sincerely,

CHAPMAN AND CUTLER

By 
Michael G. McGee

MGM/b
Enclosure

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EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	EQUIPMENT COST PER UNIT	REPORTING MARKS
New SD70M-AC Locomotives	14	\$1,900,000	BN 9551 through BN 9564, inclusive

RECORDATION NO. 19501 FILED 1425
JUN 23 1995 -10 00 AM
"117" COMMERCE COMMISSION

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT (BN 1995-D)

Memorandum of Equipment Lease Agreement made and entered into as of June 29, 1995 by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation ("*Lessor*"), and Burlington Northern Railroad Company, a Delaware corporation ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Equipment Lease Agreement (BN 1995-D), dated as of June 15, 1995 (the "*Lease Agreement*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain locomotives bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY , as
Owner Trustee

By _____

Name: Donald G. MacKelican
Title: Senior Financial Services Officer

Executed on this 23rd day of June, 1995.

BURLINGTON NORTHERN RAILROAD
COMPANY

By _____

Name: Robert F. McKenney
Title: Senior Vice President and Treasurer

Executed on this ____ day of June, 1995.

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT (BN 1995-D)

Memorandum of Equipment Lease Agreement made and entered into as of June 29, 1995 by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation ("*Lessor*"), and Burlington Northern Railroad Company, a Delaware corporation ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Equipment Lease Agreement (BN 1995-D), dated as of June 15, 1995 (the "*Lease Agreement*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain locomotives bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY

By _____
Name:
Title:

Executed on this ____ day of June, 1995.

BURLINGTON NORTHERN RAILROAD
COMPANY

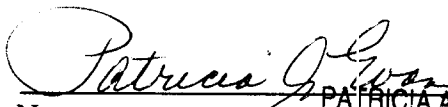
By  _____
Name: Robert F. McKenney
Title: Senior Vice President and Treasurer

Executed on this 26th day of June, 1995.

STATE OF Delaware)
COUNTY OF New Castle) SS.:

On this, the 23rd day of June, 1995, before me, a Notary Public in and for said County and State, personally appeared Donald G. Mackelcan, who being by me duly sworn, says that (s)he is the Asst. Secy of WILMINGTON TRUST COMPANY, that said instrument was signed on June 23, 1995 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: PATRICIA A. EVANS
Notary Public NOTARY PUBLIC - DELAWARE
My Commission Expires: MY COMMISSION EXPIRES APR. 20, 1999
Residing in Wilmington De

STATE OF _____)
COUNTY OF _____) SS.:

On this, the _____ day of June, 1995, before me, a Notary Public in and for said County and State, personally appeared Robert F. McKenney, who being by me duly sworn, says that he is the Senior Vice President and Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was signed on June __, 1995 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of June, 1995, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on June __, 1995 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

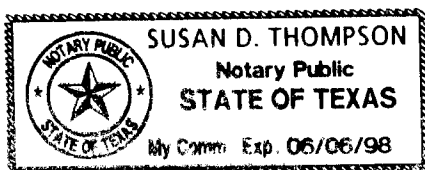
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF TEXAS)
) SS.:
COUNTY OF TARRANT)

On this, the 26th day of June, 1995, before me, a Notary Public in and for said County and State, personally appeared Robert F. McKenney, who being by me duly sworn, says that he is the Senior Vice President and Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was signed on June 26, 1995 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Susan D. Thompson
Name: Susan D. Thompson
Notary Public
My Commission Expires:
Residing in Tarrant County, Texas

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
New SD70M-AC Locomotives	14	BN 9551 through BN 9564, inclusive